

DUSKIN JONATHAN

Form 4

January 18, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUSKIN JONATHAN

2. Issuer Name and Ticker or Trading
Symbol
CHRISTOPHER & BANKS CORP
[CBK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2019

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O MACELLUM CAPITAL
MANAGEMENT, LLC, 99
HUDSON STREET, 5TH FLOOR

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

NEW YORK, NY 10013

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock							130,303 ⁽¹⁾	D	
Common Stock	01/16/2019		P		55,532	A \$ <u>0.612</u> ⁽²⁾	4,691,415	I	See Footnotes ⁽³⁾ ⁽⁴⁾
Common Stock	01/17/2019		P		99,182	A \$ <u>0.625</u> ⁽⁵⁾	4,790,597	I	See Footnotes ⁽³⁾ ⁽⁴⁾
Common							68,313	I	See

Stock

Footnotes
(6) (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUSKIN JONATHAN C/O MACELLUM CAPITAL MANAGEMENT, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013	X	X		
Macellum Retail Opportunity Fund, LP C/O MACELLUM CAPITAL MANAGEMENT, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013		X		
Macellum Capital Management, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013		X		
Macellum Advisors GP, LLC C/O MACELLUM CAPITAL MANAGEMENT, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013		X		
		X		

Macellum Management, LP
C/O MACELLUM CAPITAL MANAGEMENT, LLC
99 HUDSON STREET, 5TH FLOOR
NEW YORK, NY 10013

MCM Managers, LLC
C/O MACELLUM CAPITAL MANAGEMENT, LLC
99 HUDSON STREET, 5TH FLOOR
NEW YORK, NY 10013

X

MCM Management, LLC
C/O MACELLUM CAPITAL MANAGEMENT, LLC
99 HUDSON STREET, 5TH FLOOR
NEW YORK, NY 10013

X

Signatures

/s/ Jonathan Duskin	01/18/2019
__Signature of Reporting Person	Date
MACELLUM RETAIL OPPORTUNITY FUND, LP, By: Macellum Advisors GP, LLC, its general partner, /s/ Jonathan Duskin, Sole Member	01/18/2019
__Signature of Reporting Person	Date
MACELLUM CAPITAL MANAGEMENT, LLC, By: MCM Managers, LLC, its managing member, By: MCM Management, LLC, its managing member, /s/ Jonathan Duskin, Managing Member	01/18/2019
__Signature of Reporting Person	Date
MACELLUM ADVISORS GP, LLC, /s/ Jonathan Duskin, Sole Member	01/18/2019
__Signature of Reporting Person	Date
MACELLUM MANAGEMENT, LP, By Macellum Advisors GP, LLC, its general partner, /s/ Jonathan Duskin, Sole Member	01/18/2019
__Signature of Reporting Person	Date
MCM MANAGERS, LLC, By: MCM Management, LLC, its managing member, /s/ Jonathan Duskin, Managing Member	01/18/2019
__Signature of Reporting Person	Date
MCM MANAGEMENT, LLC, /s/ Jonathan Duskin, Managing Member	01/18/2019
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This number includes restricted stock awards.
The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.60 to \$0.62, inclusive. The reporting persons will provide to Christopher & Banks Corporation (the "Issuer"), any security holder of the Issuer or the Securities and Exchange Commission ("SEC") staff, upon request, full information regarding the number of shares purchased at each price within the range.
- (2)

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- Represents shares of common stock of the Issuer directly held by Macellum Retail Opportunity Fund, LP ("Opportunity Fund"). Macellum Management, LP ("Macellum Management") may be deemed to have voting and investment power over the shares of common stock of the Issuer directly held by Opportunity Fund as the investment manager for Opportunity Fund. Macellum Advisors GP, LLC ("Macellum GP") may be deemed to have voting and investment power over such shares as the general partner of Opportunity Fund and of Macellum Management. Jonathan Duskin is the sole member of Macellum GP and may be deemed to have voting and investment power over the shares of common stock of the Issuer directly held by Opportunity Fund by virtue of his relationship with Macellum GP.
- (3) (Continued from Footnote 3) Macellum GP and Mr. Duskin may be deemed to have a pecuniary interest in the shares of common stock of the Issuer directly held by Opportunity Fund due to Macellum GP's right to receive a performance-based allocation. Each of Macellum Management, Macellum GP and Mr. Duskin disclaims beneficial ownership of the shares of common stock of the Issuer directly held by Opportunity Fund, except to the extent of their pecuniary interests therein. This report shall not be deemed an admission that any of Macellum Management, Macellum GP or Mr. Duskin is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.61 to \$0.65, inclusive. The reporting persons will provide to the Issuer, any security holder of the Issuer or the SEC staff, upon request, full information regarding the number of shares purchased at each price within the range.
- Represents shares of common stock of the Issuer directly held by Macellum Capital Management, LLC ("Macellum Capital Management"). MCM Managers, LLC ("MCM Managers") may be deemed to have voting and investment power over the shares of common stock of the Issuer directly held by Macellum Capital Management as the managing member of Macellum Capital Management. MCM Management, LLC ("MCM Management") may be deemed to have voting and investment power over such shares as the managing member of MCM Managers. Mr. Duskin may be deemed to have voting and investment power over the shares of common stock of the Issuer directly held by Macellum Capital Management as the managing member of MCM Management. MCM Managers, MCM Management and Mr. Duskin may be deemed to have a pecuniary interest in the shares of common stock of the Issuer directly held by Macellum Capital Management due to MCM Managers' right to receive a performance-based allocation.
- (6) (Continued from Footnote 6) Each of MCM Managers, MCM Management and Mr. Duskin disclaims beneficial ownership of the shares of common stock of the Issuer directly held by Macellum Capital Management except to the extent of their pecuniary interests therein.
- (7) This report shall not be deemed an admission that any of MCM Managers, MCM Management or Mr. Duskin is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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